CITIZENS PLAZA · POST OFFICE BOX 33000 LOUISVILLE, KENTUCKY 40232

RECORDATION NO 106 Filed 1425

SEP 26 1979 -1 00 PM

INTERSTATE COMMERCE COMMISSION

September 24, 1979

9-2**69**A963

No. SEP 26 1979

Pee \$ 30.00 (

ICC Washington, D. C.

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sir:

Enclosed is one executed copy of an Amendment of Equipment Trust Agreement and Equipment Trust Certificates (dated as of August 17, 1979) which amends the Oneida & Western Transportation Company Equipment Trust Agreement, dated as of July 27, 1979, which was recorded with the Interstate Commerce Commission on July 31, 1979 at 1:15 p.m. (receiving Recordation No. 10686). The parties to the Amendment of Equipment Trust Agreement and Equipment Trust Certificates are:

## Title

## Name and Address

Company:

Oneida & Western Transportation

Company

300 Forrest Park Blvd. Knoxville, TN 37919

Trustee:

Citizens Fidelity Bank and

Trust Company P. O. Box 33000

Louisville, KY 40232

Attn: Citizens Fidelity Energy Co.

This document reflects the correction of a typographical error in the Equipment Trust Agreement.

Gest B. With

Secretary
Interstate Commerce Commission
September 24, 1979
Page #2

I respectively request that this document be recorded with the Equipment Trust Agreement under the provisions of 49 U.S.C.A. §11303 (1979) (formerly §20c of the Interstate Commerce Act).

The undersigned certifies that he is an officer of the Trustee and that he has knowledge of the matters set forth in the enclosed document.

Sincerely,

D. G. Metcalf

Symital

Asst. Corporate Trust Officer

/mfh Enclosure AMENDMENT OF EQUIPMENT TRUST AGREEMENTRECORDATION NO. 10686-25

AND EQUIPMENT TRUST CERTIFICATES

SEP 26 1979-1 00 PM

Dated as of August 17 , 1979

INTERSTATE COMMERCE COMMISSION

The undersigned -- who are parties to that Equipment Trust Agreement dated as of July 27, 1979 (recorded with the Interstate Commerce Commission on July 31, 1979, at 1:15 p.m., receiving Recordation No. 10686) and/or guarantors of Equipment Trust Certificates issued under the Equipment Trust agreement and/or purchasers of the Equipment Trust Certificates -- do hereby agree to amend page 3 of the Equipment Trust Agreement and page 2 of each outstanding Equipment Trust Certificate (Numbers one through four), both of which pages specify the interest rate to be paid on the Equipment Trust Certificates during their term, as follows:

The schedule of the interest rate to be paid on the Trust Certificates which appears in both the Equipment Trust Agreement and the Trust Certificates shall be amended to be in the following form:

| Period  | Interest Rate Per<br>Annum Greater Than<br>Prime Rate |
|---|---|
| First date of issuance<br>of Equipment Trust<br>Certificate(s) under<br>the Agreement to<br>December 31, 1982 | .25%  |
| January 1, 1983 to June<br>1986   | 30, .5%   |
| July 1, 1986 to December 1989   | 31, .75%  |

IN WITNESS WHEREOF, the parties hereto have executed this document.

CITIZENS FIDELITY BANK AND TRUST COMPANY, Trustee

Bv:

E. J. Hughest

Vice President

ASST CORPORATE TRUST OFFICER

| ONEIDA & WESTERN TRANSPORTATION |
|---------------------------------|
| COMPANY                         |
|                                 |
|                                 |
| By: Nay tracessar //            |
| B. Ray Thompson, Jr.            |
| Partner                         |
|                                 |
|                                 |
| DR They ear                     |
| B. Ray Thompson, Sr.            |
| Guarantor                       |
|                                 |
|                                 |
| X) Stilling ON                  |
| B. Ray Thompson, Jr             |
| Guarantox                       |
| Guarantoa                       |
|                                 |
| 1                               |
| - I we man                      |
| Jesse J. Thompson               |
| Guarantor                       |
|                                 |
| 9                               |
| Lindsay B. Young                |
| Lindsay B. Young                |
| Guarantor                       |
|                                 |
|                                 |
| CITIZENS FIDELITY BANK AND      |
| TRUST COMPANY, As Equipment     |
| Trust Certificate Holder        |
| <b>A</b>                        |
| 11/1/14                         |
| By: C. Mound Capell             |
| 1110                            |
| Title: ASS. V.P.                |
|                                 |
|                                 |
| CONTINENTAL ILLINOIS NATIONAL   |
| BANK AND TRUST COMPANY,         |
| Equipment Trust Certificate     |
| Holder                          |
|                                 |
| + 1001.00                       |
| By: The last the first          |
| -1 - January                    |
| Title: SECOND VICE RESIDENT     |
|                                 |

|             | UNITED VIRGINIA BANK, Equipment<br>Trust Certificate Holder   |
|-------------|---|
|             | DI+O  |
|             | By: Morare  |
|             | Title: Vice President   |
|             | UNITED AMERICAN BANK, Equipment Trust Certificate Holder  |
|             | Title: Vice (Ve, der)   |
|             |   |
|             | STATE OF <u>Lenturky</u> ) SS:  |
|             | On this 1771 day of august, 1979, before me personally appeared E. J. Hughes, to me personally known, who being by me duly sworn, says that he is the Vice President of Citizens Fidelity Bank and Trust Company and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation. |
| }           | My commission expires: Notary Public, State at Large, Ky.  Wy Commission expires June 16, 1982  |
| )<br>\<br>\ | Beatrice Cranford<br>Notary Public  |
|             | STATE OF June ) SS:   |
|             | On this 210 day of, 1979, before me personally appeared B. Ray Thompson, Jr., to me personally known, who being by me duly sworn, says that he is the Partner of Oneida & Western Transportation Company and that the foregoing instrument was signed on behalf of said partnership by authority of all its partners, and he acknow-  |

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ledged that the execution of the foregoing instrument was the free act and deed of said partnership Large, State of Tenn. My commission expires December 28, 1980 My commission expires: COUNTY OF On this 2/s/day of weenst, 1979, before me personally appeared B. Ray Thompson, Sr., to me known to be the person described in and who executed the foregoing instrument and he acknowledged that he executed the same as his free act and deed. Notary Public At Large, State of Tenn. My commission expires December 28, 1980 My commission expires: COUNTY OF On this 2/1/ day of 1979, before me personally appeared B. Ray Thompson, Jr., to me known to be the person described in and who executed the foregoing instrument and he acknowledged that he executed the same as Notary Public At Large, State of Tennhis free act and deed. My commission expires December 28, 1980 My commission expires:

| COUNTY OF And  |
|--|
| On this 21 day of formula, 1979, before me personally appeared Jesse J. Thompson, to me known to be the person described in and who executed the foregoing instrument and he acknowledged that he executed the same as his free act and deed.  Notary Public At Large, State of Tenn.  |
| My commission expires: My commission expires December 20, 1966   |
| Notary Public  |
| STATE OF June )  |
| COUNTY OF And )  |
| On this Almost day of the personally appeared Lindsay B. Young, to me known to be the person described in and who executed the foregoing instrument and he acknowledged that he executed the same as his free act and deed.  Notary Public At Large, State of Tenna My commission expires Dacember 28, 1980  My commission expires:  My commission expires Dacember 28, 1980  Notary Public  |
| On this 171 day of argued, 1979, before me personally appeared C. Howard Capito, to me personally known, who being by me duly sworn, says that he is the Assistant Vice Mes. of Citizens Fidelity Bank and Trust Company and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said |

| My commission expires:   | Notary Public, State at Large, Ky.  My Commission expires June 16, 1982  |
|--|--|
| or the second  | The state of the s |
|  | Beatrice Cranford. Notary Public   |
| to the second se | Notary Fubire  |
| STATE OF TRUMPIS   |  |
| COUNTY OF Cook   | <b>SS:</b>   |
| On this 24th day of personally appeared Stancer known, who being by me duly Second Vice resident of Coand Trust Company and that the   | AUGUST, 1979, before me C. Sugareski, to me personally sworn, says that he is the entinental Illinois National Bank the foregoing instrument was   |
| Board of Directors, and he a of the foregoing instrument said corporation.   | cknowledged that the execution was the free act and deed of  |
| My commission expires:   | MY COMMISSION EXPIRES JANUARY 9, 1982  |
|  | Notary Public  |
|  | Notary Public  |
|  |  |
| STATE OF <u>Virginia</u> ) City Country OF <u>Richmond</u> )   | SS:  |
| Vice President of Unite  | Hugust, 1979, before me Nowthand, to me personally sworn, says that he is the ed Virginia Bank and that the  |
| by authority of its Board of   | gned on behalf of said corporation<br>f Directors, and he acknowledged<br>oregoing instrument was the free<br>ation.   |
| My commission expires:   | Sept. 22, 1981   |
|  |  |
|  | Shela C. Morey<br>Notary Public  |

| STATE OF SERVED )  |
|--|
| COUNTY OF Knay   |
| on this 23 day of August, 1979, before me personally appeared John W. Bynum, to me personally known, who being by me duly sworn, says that he is the Vice President of United American Bank and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation. |
| My commission expires April 16, 1983   |
| Brenda S. Whitsell Notary Public   |